

AMENDMENTS TO THE CLAIMS:

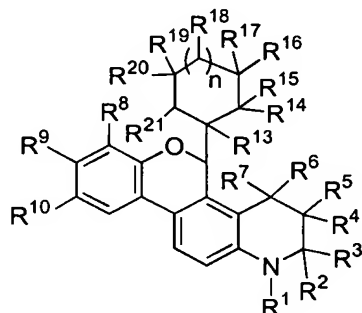
Claims 2-16, 18-27 and 44-47 are pending in this application. Claims 28 and 30-43 are cancelled herein without prejudice or disclaimer. Claims 9-11, 14, 15, 25-27 and 44-46 are amended herein. This listing of claims will replace all prior versions, and listings of claims, in the application.

LISTING OF CLAIMS:

1. (Cancelled).
2. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein R^1 is selected from the group of hydrogen, C_1-C_4 alkyl, COR^{11} , SO_2R^{11} , and $CONR^{11}R^{12}$.
3. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein R^2 and R^3 each independently is selected from the group of C_1-C_4 alkyl, and C_1-C_4 haloalkyl.
4. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein:
 R^5 and R^7 taken together form a bond;
 R^4 and R^6 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11} , C_1-C_4 alkyl, and C_1-C_4 haloalkyl.
5. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein:
 R^6 and R^7 taken together are selected from the group of methyldiene, and carbonyl;
 R^4 and R^5 each independently is selected from the group of hydrogen, F, and C_1-C_4 alkyl.
6. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, NO_2 , CN, OR^{11} , SR^{11} , C_1-C_6 alkyl, C_1-C_6 heteroalkyl, and C_1-C_6 haloalkyl.
7. (Original) A compound according to claim 6, wherein R^8 through R^{10} each independently is selected from the group of hydrogen, F, and OR^{11} .

8. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein R¹¹ through R¹² each independently is selected from the group of hydrogen, and C₁–C₄ alkyl.

9. (Currently amended) A compound of the formula:



(I)

wherein:

R¹ is selected from the group of hydrogen, C₁–C₄ alkyl, C₁–C₄ haloalkyl, C₁–C₄ heteroalkyl, COR¹¹, CO₂R¹¹, SO₂R¹¹, and CONR¹¹R¹²;

R² and R³ each independently is selected from the group of hydrogen, C₁–C₆ alkyl, and C₁–C₆ haloalkyl; or

R² and R³ taken together form a cycloalkyl ring of from three to twelve carbons;

R⁴ through R⁷ each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR¹¹, C₁–C₄ alkyl, C₁–C₄ haloalkyl, and C₁–C₄ heteroalkyl; or

R⁵ and R⁷ taken together form a bond; or

R⁶ and R⁷ taken together are selected from the group of methyldene, mono-substituted methyldene, di-substituted methyldene and carbonyl;

R⁸ through R¹⁰ each independently is selected from the group of hydrogen, F, Cl, Br, I, NO₂, CN, OR¹¹, NR¹¹R¹², SR¹¹, COR¹¹, CO₂R¹¹, CONR¹¹R¹², C₁–C₈ alkyl, C₁–C₈ heteroalkyl, C₁–C₈ haloalkyl, allyl, C₂–C₈ alkenyl and C₂–C₈ alkynyl;

R¹¹ and R¹² each is independently selected from the group of hydrogen, C₁–C₄ alkyl, C₁–C₄ heteroalkyl, and C₁–C₄ haloalkyl;

R¹³ is hydrogen;

R¹⁴ and R¹⁶ taken together form a bond or “–O–” bridge;

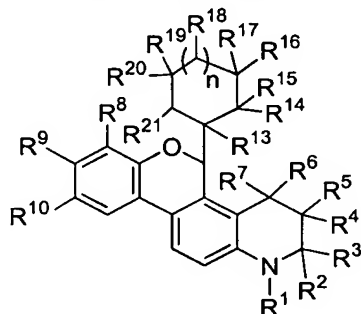
R¹⁵, R¹⁷, R¹⁸, R¹⁹, R²⁰ each independently is selected from the group of hydrogen, F, Cl, C₁–C₄ alkyl, and C₁–C₄ haloalkyl.

R²¹ is hydrogen; and

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt or prodrug thereof.

10. (Currently amended) A compound of the formula:



(I)

wherein:

R¹ is selected from the group of hydrogen, C₁–C₄ alkyl, C₁–C₄ haloalkyl, C₁–C₄ heteroalkyl, COR¹¹, CO₂R¹¹, SO₂R¹¹, and CONR¹¹R¹²;

R² and R³ each independently is selected from the group of hydrogen, C₁–C₆ alkyl, and C₁–C₆ haloalkyl; or

R² and R³ taken together form a cycloalkyl ring of from three to twelve carbons;

R⁴ through R⁷ each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR¹¹, C₁–C₄ alkyl, C₁–C₄ haloalkyl, and C₁–C₄ heteroalkyl; or

R⁵ and R⁷ taken together form a bond; or

R⁶ and R⁷ taken together are selected from the group of methyldene, mono-substituted methyldene, di-substituted methyldene and carbonyl;

R⁸ through R¹⁰ each independently is selected from the group of hydrogen, F, Cl, Br, I, NO₂, CN, OR¹¹, NR¹¹R¹², SR¹¹, COR¹¹, CO₂R¹¹, CONR¹¹R¹², C₁–C₈ alkyl, C₁–C₈ heteroalkyl, C₁–C₈ haloalkyl, allyl, C₂–C₈ alkenyl and C₂–C₈ alkynyl;

R¹¹ and R¹² each is independently selected from the group of hydrogen, C₁–C₄ alkyl, C₁–C₄ heteroalkyl, and C₁–C₄ haloalkyl;

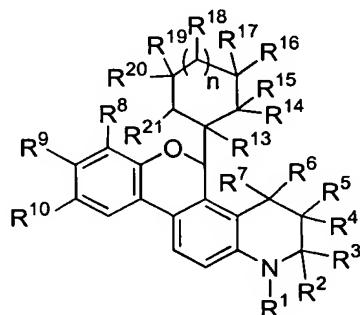
R¹³ is hydrogen;

R¹⁴, R¹⁵, R¹⁸, R¹⁹, R²⁰ each independently is selected from the group of hydrogen, F, Cl, C₁–C₄ alkyl, and C₁–C₄ haloalkyl.

R¹⁶ and R¹⁷ taken together are selected from the group of methyldene, mono-substituted methyldene, and di-substituted methyldene;

R²¹ is hydrogen; or

R^{21} and R^{20} taken together form a bond;
 n is 0, 1, 2, or 3;
or a pharmaceutically acceptable salt or ~~prodrug~~ thereof.
11. (Currently amended) A compound of the formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, C_1 – C_4 heteroalkyl, COR^{11} , CO_2R^{11} , SO_2R^{11} , and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1 – C_6 alkyl, and C_1 – C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11} , C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, and C_1 – C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methyldene, mono-substituted methyldene, di-substituted methyldene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2 , CN, OR^{11} , $NR^{11}R^{12}$, SR^{11} , COR^{11} , CO_2R^{11} , $CONR^{11}R^{12}$, C_1 – C_8 alkyl, C_1 – C_8 heteroalkyl, C_1 – C_8 haloalkyl, allyl, C_2 – C_8 alkenyl and C_2 – C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 heteroalkyl, and C_1 – C_4 haloalkyl;

R^{13} is hydrogen;

R^{14} , R^{15} , R^{17} , R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1 – C_4 alkyl, and C_1 – C_4 haloalkyl R^{16} and R^{18} taken together form a bond when n is 1;

R^{16} and R^{19} taken together form a bond when n is 0;

R²¹ is hydrogen; and

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt or prodrug thereof.

12. (Previously presented) A compound selected from the group of:

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **24**);

(±)-(5*l*, 1'*u*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **25**);

(+)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **27**);

(-)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **28**);

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **29**);

(±)-(5*l*, 1'*u*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **30**);

(+)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **32**);

(-)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **33**);

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **34**);

(±)-(5*l*, 1'*u*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **35**);

(+)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **37**);

(-)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **38**);

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-methoxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **39**);

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2-dimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **41**);

(±)-(5*l*, 1'*u*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2-dimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 42);

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclopentenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 44);

(±)-(5*l*, 1'*u*)-5-(3-methyl-2-cyclopentenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 45);

(±)-(5*l*, 1'*l*)-5-(3,5,5-trimethyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 47);

(±)-(5*l*, 1'*u*)-5-(3,5,5-trimethyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 48);

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 50);

(±)-(5*l*, 1'*u*)-5-(3-methyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 51);

(±)-5-(3-methyl-3-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 52);

(±)-5-(2-cyclopenta-1,3-dienyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 53);

(±)-(5*l*, 1'*l*)-5-(3-ethyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 55);

(±)-(5*l*, 1'*u*)-5-(3-ethyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 56);

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-7-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 58);

(±)-(5*l*, 1'*u*)-5-(3-methyl-2-cyclohexenyl)-7-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 59);

(±)-(5*l*, 1'*l*)-5-(3-ethyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 61);

(±)-(5*l*, 1'*l*)-5-(3-ethylidenecyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 62);

(±)-(5*l*, 1'*l*)-5-(3-methyl-3-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound 63);

(±)-(5*l*,1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-8-methoxy-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **64**);

(±)-(5*l*,1'*u*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-8-methoxy-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **65**);

(±)-(5*l*,1'*l*)-5-(2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **67**);

(±)-(5*l*,1'*u*)-5-(2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **68**);

(±)-5-(1-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **69**);

(±)-(5*l*,1'*l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **71**);

(+)-(5*l*,1'*l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **73**);

(-)-(5*l*,1'*l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **74**);

(±)-(5*l*,1'*l*)-5-(2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **75**);

(±)-(5*l*,1'*u*)-5-(2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **76**);

(±)-(5*l*,1'*l*)-5-(2-cyclohexenyl)-7,9-difluoro-1,2,3,4-tetrahydro-2,2-dimethyl-4-methylidene-5*H*-chromeno[3,4-*f*]quinoline (compound **77**);

(±)-(5*l*,1'*l*)-5-(2-methylidenecyclohexyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **79**);

(±)-(5*l*,1'*u*)-5-(2-methylidenecyclohexyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **80**);

(±)-(5*l*,1'*l*)-5-(2-oxocyclohexyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **81**);

(±)-(5*l*,1'*u*)-5-(2-oxocyclohexyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **82**);

(±)-(5*l*,1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-methoxy-1,2-dihydro-1,2,2,4-tetramethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **83**);

(±)-5-(2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]-quinoline (compound **84**);

(±)-(5*l*, 1'*l*)-5-(2,3-dimethyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **85**);

(±)-5-(3-methylidene-cyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **87**);

(±)-(5*l*, 1'*u*)-5-(3-ethylidenecyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **88**);

(±)-(5*l*, 1'*l*)-5-(2-cycloheptenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **89**);

(±)-(5*l*, 1'*l*)-5-(2-cyclooctenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **91**);

(±)-(5*l*, 1'*u*)-5-(2-cyclooctenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **92**);

(±)-(5*l*, 1'*l*)-5-(2,3-epoxy-3-methylcyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **94**);

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2,3,4-tetrahydro-2,2-dimethyl-4-methylene-5*H*-chromeno[3,4-*f*]quinolin-3-ol (Compound **95**);

(±)-(5*l*, 1'*l*)-5-(2,3-epoxy-2,3-dimethylcyclopentyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **96**);

(±)-(5*l*, 1'*u*)-5-(2,3-epoxy-3-methylcyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **97**); and

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2,3,4-tetrahydro-2,2-dimethyl-5*H*-chromeno[3,4-*f*]quinolin-4-one (Compound **98**).

13. (Previously presented) A compound selected from the group of:

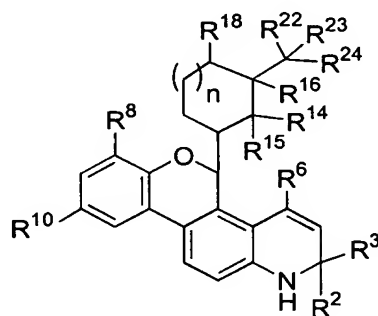
(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **24**);

(-)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **28**);

(-)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **33**);

(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **34**);
(±)-(5*l*, 1'*u*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **35**);
(-)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **38**);
(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **50**);
(±)-(5*l*, 1'*u*)-5-(3-methyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **51**);
(±)-(5*l*, 1'*l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **71**);
(-)-(5*l*, 1'*l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **74**); and
(±)-(5*l*, 1'*l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2,3,4-tetrahydro-2,2-dimethyl-5*H*-chromeno[3,4-*f*]quinolin-4-one (Compound **98**).

14. (Currently amended) A compound of the formula:



(II)

wherein:

R² and R³ each independently is selected from the group of hydrogen, C₁–C₄ alkyl, and C₁–C₄ haloalkyl;

R⁶ is selected from the group of hydrogen, F, Cl, Br, CN, OR¹¹, C₁–C₄ alkyl, and C₁–C₄ haloalkyl;

R⁸ and R¹⁰ each independently is selected from the group consisting of hydrogen, F, Cl, Br, CN, OR¹¹, NR¹¹R¹², SR¹¹, COR¹¹, C₁–C₄ alkyl, C₁–C₄ heteroalkyl, C₁–C₄ haloalkyl, allyl, and C₂–C₄ alkenyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 heteroalkyl, and C_1 – C_4 haloalkyl;

R^{14} , R^{15} , R^{18} , R^{22} , R^{23} , R^{24} each independently is selected from the group of hydrogen, F, Cl, OR^{11} , C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, and C_1 – C_4 heteroalkyl;

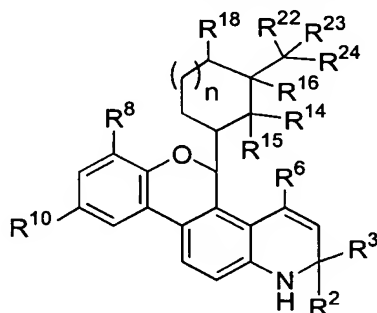
R^{22} , R^{23} , R^{24} together consists of not more than 3 carbon atoms;

R^{16} taken together with one of R^{14} , R^{18} , and R^{22} form a bond or “–O–” bridge;

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt or ~~predrug~~ thereof.

15. (Currently amended) A compound of the formula:



wherein:

R^2 and R^3 each independently is selected from the group of C_1 – C_4 alkyl;

R^6 is selected from the group of F, Cl, Br, C_1 – C_4 alkyl, and C_1 – C_4 haloalkyl;

R^8 and R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11} , C_1 – C_4 alkyl, and C_1 – C_4 haloalkyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1 – C_4 alkyl;

R^{14} , R^{15} , R^{18} , R^{22} , R^{23} , R^{24} each independently is selected from the group of hydrogen, F, C_1 – C_4 alkyl;

R^{16} taken together with one of R^{14} , R^{18} , and R^{22} form a bond or “–O–” bridge;

R^{22} , R^{23} , R^{24} together consists of not more than 3 carbon atoms; and

n is 0, 1, or 2;

or a pharmaceutically acceptable salt or ~~predrug~~ thereof.

16. (Original) A compound according to claim 15, wherein

R^2 and R^3 each independently is CH_3 ;

R^6 is selected from the group of F, Cl, Br, CH_3 , CH_2CH_3 , and CF_3 ;

R⁸ is hydrogen or F;

R¹⁰ is selected from the group of hydrogen, F, Cl, Br, CN, OH, OCH₃, CH₃, CH₂CH₃, and CF₃;

R¹⁴ and R¹⁶ taken together form a bond or "—O—" bridge;

R¹⁵, R¹⁸, R²², R²³, and R²⁴ each independently is hydrogen or CH₃.

17. (Cancelled).

18. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein R¹ is selected from the group of hydrogen, C₁–C₄ alkyl, COR¹¹, SO₂R¹¹, and CONR¹¹R¹².

19. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein R² and R³ each independently is selected from the group of C₁–C₄ alkyl, and C₁–C₄ haloalkyl.

20. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein

R⁵ and R⁷ taken together form a bond;

R⁴ and R⁶ each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR¹¹, C₁–C₄ alkyl, and C₁–C₄ haloalkyl.

21. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein

R⁶ and R⁷ taken together are selected from the group of methyldiene, and carbonyl;

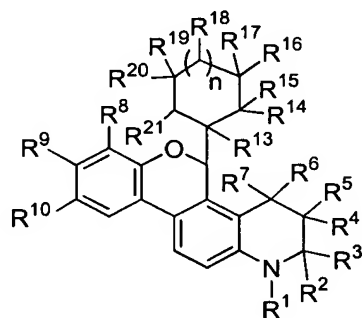
R⁴ and R⁵ each independently is selected from the group of hydrogen, F, and C₁–C₄ alkyl.

22. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein R⁸ through R¹⁰ each independently is selected from the group of hydrogen, F, Cl, Br, NO₂, CN, OR¹¹, SR¹¹, C₁–C₆ alkyl, C₁–C₆ heteroalkyl, and C₁–C₆ haloalkyl.

23. (Original) A pharmaceutical composition according to claim 22, wherein R⁸ through R¹⁰ each independently is selected from the group of hydrogen, F, and OR¹¹.

24. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein R^{11} through R^{12} each independently is selected from the group of hydrogen, and C_1 – C_4 alkyl.

25. (Currently amended) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, C_1 – C_4 heteroalkyl, COR^{11} , CO_2R^{11} , SO_2R^{11} , and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1 – C_6 alkyl, and C_1 – C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11} , C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, and C_1 – C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylenide, mono-substituted methylenide, di-substituted methylenide and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2 , CN, OR^{11} , $NR^{11}R^{12}$, SR^{11} , COR^{11} , CO_2R^{11} , $CONR^{11}R^{12}$, C_1 – C_8 alkyl, C_1 – C_8 heteroalkyl, C_1 – C_8 haloalkyl, allyl, C_2 – C_8 alkenyl and C_2 – C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 heteroalkyl, and C_1 – C_4 haloalkyl;

R^{13} is hydrogen;

R^{14} and R^{16} taken together form a bond or “–O–” bridge;

R^{15} , R^{17} , R^{18} , R^{19} , R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1 – C_4 alkyl, and C_1 – C_4 haloalkyl;

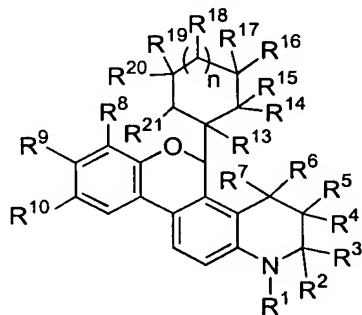
R^{21} is hydrogen; or

R^{21} and R^{20} taken together form a bond; and

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt or ~~prodrug~~ thereof.

26. (Currently amended) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, C_1 – C_4 heteroalkyl, COR^{11} , CO_2R^{11} , SO_2R^{11} , and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1 – C_6 alkyl, and C_1 – C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11} , C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, and C_1 – C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methyldene, mono-substituted methyldene, di-substituted methyldene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2 , CN, OR^{11} , $NR^{11}R^{12}$, SR^{11} , COR^{11} , CO_2R^{11} , $CONR^{11}R^{12}$, C_1 – C_8 alkyl, C_1 – C_8 heteroalkyl, C_1 – C_8 haloalkyl, allyl, C_2 – C_8 alkenyl and C_2 – C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 heteroalkyl, and C_1 – C_4 haloalkyl;

R^{13} is hydrogen;

R^{14} , R^{15} , R^{18} , R^{19} , R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1 – C_4 alkyl, and C_1 – C_4 haloalkyl;

R^{16} and R^{17} taken together are selected from the group of methyldene, mono-substituted methyldene, and di-substituted methyldene;

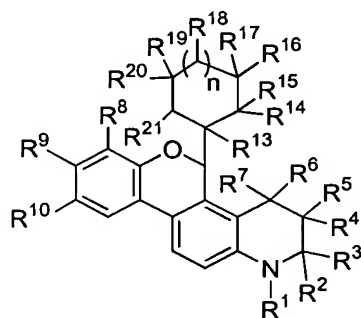
R^{21} is hydrogen; or

R^{21} and R^{20} taken together form a bond; and

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt or prodrug thereof.

27. (Currently amended) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, C_1 – C_4 heteroalkyl, COR^{11} , CO_2R^{11} , SO_2R^{11} , and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1 – C_6 alkyl, and C_1 – C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11} , C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, and C_1 – C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methyldene, mono-substituted methyldene, di-substituted methyldene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2 , CN, OR^{11} , $NR^{11}R^{12}$, SR^{11} , COR^{11} , CO_2R^{11} , $CONR^{11}R^{12}$, C_1 – C_8 alkyl, C_1 – C_8 heteroalkyl, C_1 – C_8 haloalkyl, allyl, C_2 – C_8 alkenyl and C_2 – C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 heteroalkyl, and C_1 – C_4 haloalkyl;

R^{13} is hydrogen;

R^{14} , R^{15} , R^{17} , R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1 – C_4 alkyl, and C_1 – C_4 haloalkyl;

R^{16} and R^{18} taken together form a bond when n is 1; or

R^{16} and R^{19} taken together form a bond when n is 0;

R^{21} is hydrogen; and

n is 0, 1, 2, or 3;

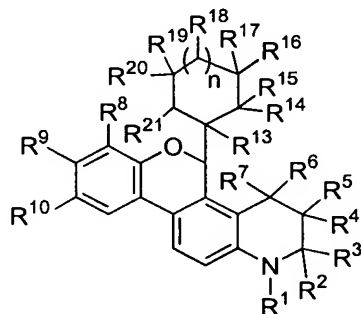
or a pharmaceutically acceptable salt or ~~prodrug~~ thereof.

28. (Cancelled)

29. (Cancelled)

30. through 43. (Cancelled)

44. (Currently amended) A compound of the formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, C_1 – C_4 heteroalkyl, COR^{11} , CO_2R^{11} , SO_2R^{11} , and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1 – C_6 alkyl, and C_1 – C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11} , C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, and C_1 – C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methyldiene, mono-substituted methyldiene, di-substituted methyldiene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2 , CN, OR^{11} , $NR^{11}R^{12}$, SR^{11} , COR^{11} , CO_2R^{11} , $CONR^{11}R^{12}$, C_1 – C_8 alkyl, C_1 – C_8 heteroalkyl, C_1 – C_8 haloalkyl, allyl, C_2 – C_8 alkenyl and C_2 – C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 heteroalkyl, and C_1 – C_4 haloalkyl;

R^{13} is hydrogen;

R^{14} through R^{20} each independently is selected from the group of hydrogen, F, Cl, Br, OR^{11} , C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, and C_1 – C_4 heteroalkyl; or

R^{14} and R^{15} taken together are selected from the group of methyldiene, carbonyl and thiocarbonyl; or

R^{16} and R^{17} taken together are selected from the group of methyldiene, mono-substituted methyldiene, di-substituted methyldiene, carbonyl and thiocarbonyl; or

R^{14} and R^{16} taken together form a bond or “–O–” bridge; or

R^{16} and R^{18} taken together form a bond when n is 1; or

R^{16} and R^{19} taken together form a bond when n is 0;

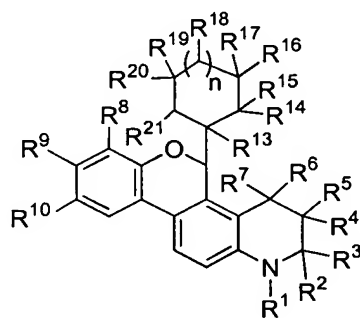
R^{21} is hydrogen; or

R^{21} and R^{20} taken together form a bond;

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt or prodrug thereof.

45. (Currently amended) A compound of the formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, C_1 – C_4 heteroalkyl, COR^{11} , CO_2R^{11} , SO_2R^{11} , and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1 – C_6 alkyl, and C_1 – C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11} , C_1 – C_4 alkyl, C_1 – C_4 haloalkyl, and C_1 – C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2 , CN, OR^{11} , $\text{NR}^{11}\text{R}^{12}$, SR^{11} , COR^{11} , CO_2R^{11} , $\text{CONR}^{11}\text{R}^{12}$, $\text{C}_1\text{--C}_8$ alkyl, $\text{C}_1\text{--C}_8$ heteroalkyl, $\text{C}_1\text{--C}_8$ haloalkyl, allyl, $\text{C}_2\text{--C}_8$ alkenyl and $\text{C}_2\text{--C}_8$ alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, $\text{C}_1\text{--C}_4$ alkyl, $\text{C}_1\text{--C}_4$ heteroalkyl, and $\text{C}_1\text{--C}_4$ haloalkyl;

R^{13} is hydrogen; or

R^{13} and R^{14} taken together form a bond;

R^{14} through R^{20} each independently is selected from the group of hydrogen, F, Cl, Br, OR^{11} , $\text{C}_1\text{--C}_4$ alkyl, $\text{C}_1\text{--C}_4$ haloalkyl, and $\text{C}_1\text{--C}_4$ heteroalkyl; or

R^{14} and R^{15} taken together are selected from the group of methylidene, carbonyl and thiocarbonyl; or

R^{16} and R^{17} taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene, carbonyl and thiocarbonyl; or

R^{14} and R^{16} taken together form a bond or “—O—” bridge;

R^{16} and R^{19} taken together form a bond when n is 0;

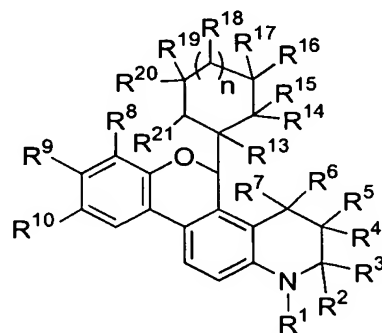
R^{21} is hydrogen; or

R^{21} and R^{20} taken together form a bond;

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt or prodrug thereof.

46. (Currently amended) A compound of the formula:



(I)

wherein:

R¹ is selected from the group of hydrogen, C₁–C₄ alkyl, C₁–C₄ haloalkyl, C₁–C₄ heteroalkyl, COR¹¹, CO₂R¹¹, SO₂R¹¹, and CONR¹¹R¹²;

R² and R³ each independently is selected from the group of hydrogen, C₁–C₆ alkyl, and C₁–C₆ haloalkyl; or

R² and R³ taken together form a cycloalkyl ring of from three to twelve carbons;

R⁴ through R⁷ each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR¹¹, C₁–C₄ alkyl, C₁–C₄ haloalkyl, and C₁–C₄ heteroalkyl; or

R⁵ and R⁷ taken together form a bond; or

R⁶ and R⁷ taken together are selected from the group of methyldiene, mono-substituted methyldiene, di-substituted methyldiene and carbonyl;

R⁸ through R¹⁰ each independently is selected from the group of hydrogen, F, Cl, Br, I, NO₂, CN, OR¹¹, NR¹¹R¹², SR¹¹, COR¹¹, CO₂R¹¹, CONR¹¹R¹², C₁–C₈ alkyl, C₁–C₈ heteroalkyl, C₁–C₈ haloalkyl, allyl, C₂–C₈ alkenyl and C₂–C₈ alkynyl;

R¹¹ and R¹² each is independently selected from the group of hydrogen, C₁–C₄ alkyl, C₁–C₄ heteroalkyl, and C₁–C₄ haloalkyl;

R¹³ is hydrogen; or

R¹³ and R¹⁴ taken together form a bond;

R¹⁴ through R²⁰ each independently is selected from the group of hydrogen, F, Cl, Br, OR¹¹, C₁–C₄ alkyl, C₁–C₄ haloalkyl, and C₁–C₄ heteroalkyl; or

R¹⁴ and R¹⁵ taken together are selected from the group of methyldiene, carbonyl and thiocarbonyl; or

R¹⁶ and R¹⁷ taken together are selected from the group of methyldiene, mono-substituted methyldiene, di-substituted methyldiene, carbonyl and thiocarbonyl; or

R¹⁴ and R¹⁶ taken together form a bond or “–O–” bridge; or

R¹⁶ and R¹⁸ taken together form a bond when n is 1; or

R¹⁶ and R¹⁹ taken together form a bond when n is 0;

R²¹ is hydrogen;

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt or ~~pre-drug~~ thereof.

47. (Previously presented) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of any one of claims 44-46.